

**New Jersey Public Broadcasting Authority
Board of Commissioners Meeting
May 8, 2008, 4:00 p.m.
Newark, New Jersey**

MINUTES

Scott A. Kobler, Esq., Presiding
NJPBA Two Hundred Thirty Eight Meeting

A meeting of the New Jersey Public Broadcasting Authority Board of Commissioners was held on May 8, 2008 at 4:00 p.m. in the NJN Newark Board room. Mr. Kobler called the meeting to order. In accordance with the provisions of the Open Public Meetings law of the State of New Jersey, notice of this meeting has been filed with the Office of the Secretary of State, has been posted on the appropriate bulletin boards maintained for such purposes by the Authority, and distributed by press release to daily newspapers in New Jersey. Notice was made ten days in advance of this meeting.

Commissioners participating were Scott A. Kobler, Chair; Patricia Costante, First Vice Chair (via telephone); Steven Fiske, Second Vice Chair (via telephone); Stephanie Hoopes Halpin, Treasurer; Ed Carman, Chief of Staff, Department of Community Affairs (on behalf of Commissioner Joe Doria) (via telephone); Andrea Cummis; Phyllis Salowe-Kaye; Robert Smartt, Ethics Liaison Officer, Department of the Treasury, (on behalf of State Treasurer David Rousseau). Also participating were Elizabeth Christopherson, Executive Director, NJN; David Balaban, Deputy Attorney General; Joe Conlon, Newark Station Manager, NJN; Robert Prindible, Deputy Executive Director for Finance and Administration, NJN; Bill Schnorbus, Director of Engineering, NJN; and Robert Shane, Assistant Counsel, Office of the Governor. Also, Sam Crane, consultant to the NJN Foundation; Laura Longman, Director, Board Affairs and Executive Office Operations, NJN Foundation and Ronnie Weyl, Senior Vice President, Public Affairs, NJN Foundation (via telephone) were in attendance.

Mr. Kobler thanked everyone for gathering for the meeting. He asked for a roll call and to identify who was on the telephone. He then asked for a motion to approve the minutes from the last meeting which were included in the meeting material. The motion was made by Phyllis Salowe-Kaye and seconded by Andy Cummis.

Be it resolved, that the regular session minutes of the February 7, 2008 meeting and the executive session minutes of the February 7, 2008 meeting are hereby approved as presented.

There was no discussion and the motion passed unanimously. Mr. Kobler then asked the Commissioners to look at the biography for David Lackland and the resolution appointing Mr. Lackland to the NJN Foundation Board:

As stated in the NJPBA By-laws, Article III, section 1, subsection T:

Section 1. The Authority shall have the powers to do the following in order to carryout its purposes:

Establish a non-profit, educational and charitable organization to be known as the Foundation for New Jersey Public Broadcasting (the "Foundation"). The Foundation shall be devoted to the sponsoring of activities and the raising of funds for the support and promotion of the Authority and its several purposes. The Foundation shall be incorporated, organized and operated in such a manner as to be eligible under applicable federal law for tax-exempt status and for the receipt of tax-deductible contributions. The Foundation shall be governed by a Board of Directors. The number of directors and their terms and manner of selection shall be determined upon the incorporation of the Foundation, provided that a majority of the directors shall be selected from among or by the members of the Commission. No employee of the Authority shall serve as a member of the Board of Directors. No member of the Board of Directors shall engage in any business transaction or professional activity for profit with the Authority. All funds received by the Foundation shall be used exclusively for the support and promotion of the Authority and its several purposes.

Whereas, a majority of the Foundation Trustees shall be selected from among or by the members of the Commission.

Be it resolved, that David Lackland is appointed as a Trustee of the NJN Foundation for the unexpired term ending 2010.

In addition, the terms of these Trustees shall continue until such time as their successors are duly appointed and qualified.

The motion was made by Stephanie Hoopes Halpin and seconded by Andy Cummis. Mr. Kobler asked for any discussion regarding the resolution and Ms. Salowe-Kaye asked if there would be discussion about the transition during Executive Session. Both Mr. Kobler and Mr. Balaban noted that there could be some discussion during public session because the public is aware of the proposal, and there could be some discussion in Executive Session regarding aspects that have not been made public. Ms. Salowe-Kaye suggested it should all be discussed during public session because the recent testimony was public and there have been newspaper articles. Mr. Balaban reiterated that there could be some discussion in Executive Session, and Mr. Kobler suggested that we would make the Executive Session minutes public as soon as possible and brought attention back to the motion on the table. Mr. Kobler asked the Commissioners to vote. Ms. Salowe-Kaye suggested that given what has been suggested regarding a transition and questions she has previously made regarding how someone becomes a Trustee, she was abstaining from the vote. The motion carried.

Mr. Kobler next reported that he would like to convene an Executive Session to discuss matters that are confidential at this time. As always, what is discussed in Executive Session is confidential. Mr. Kobler stated: the Authority will now conduct a meeting, to which the general public is not admitted, to discuss and, if necessary, to act upon pending and/or anticipated legal, personnel, and contractual matters. Such discussions may be disclosed to the public when such disclosures may be made without adversely affecting the Authority's pending and/or anticipated legal, personnel, and contractual matters. A motion to go into Executive Session was made by Dr. Fiske and seconded by Ms. Halpin. Ms. Salowe-Kaye opposed the motion. The motion carried. Staff and guests were asked to leave the room.

At the end of Executive Session, Mr. Kobler invited staff and guests to reenter the room, and asked the Commissioners if they would like to continue discussion of the Executive Session matters during the public portion of the meeting. Discussion ensued confirming the intent to make the Executive Session minutes public. Ms. Christopherson responded to a question raised by Ms. Cummis about guests who had recently visited NJN to talk to staff regarding their experiences with transitions. Steve Bass, President and Chief Executive Officer, Oregon Public Television, spoke to the staff about his experiences at Nashville Public Television and Oregon Public Television. John King, President and CEO, Vermont Public Television discussed his experiences when Vermont Public Television moved from a university licensee to a community licensee. Milton Clipper, President and CEO, Public Broadcasting Atlanta and his colleague and CFO Irene Wreen joined us to talk about Atlanta Public Television's model.

Ms. Cummis noted that she would be very happy to go through the budget and noted how comfortable she was with capital, personnel, etc. At that time Ms. Halpin asked Ms. Cummis to join the Finance Committee.

Strategic Goal I: To advance NJN's mission and vision as advocates and stewards of public television.

Treasurer's Report

Ms. Halpin then gave the Treasurer's Report. She reported that the Finance Committee met on May 5, 2008 to review the 9-month results for the period ending March 31, 2008.

Strategic Goal II: To serve New Jersey with Uniquely New Jersey programs and services that meet important public needs.

Mr. Kobler moved the meeting forward and Ms. Christopherson asked Ms. Costante for a report on the Public Value Committee.

Ms. Costante reported that when the Public Value Committee last met, they talked about how NJN intersects with the missions of the members' respective organizations and identified several key action steps such as expanding NJN's communications with broader constituencies and inviting them to become involved in NJN's broadband initiative.

At the Committee's next meeting, which will be held next month, the Committee will review its progress and discuss the importance of getting NJN's message out, particularly in these challenging economic times.

Other issues that will be addressed include:

- Many members of the Public Values Committee participated in the broadband sector groups and joined us for our successful New Jersey Connected Broadband Summit. We would like to get feedback from those who participated and share more about our exciting broadband initiative for those who were unable to attend. In the meantime, the NJN website is featuring video highlights of the Summit.
- With its 21st Century Task Force, NJN leadership have been considering a path forward with consideration of the best business and governance models for success. NJN's goal is to chart a sustainable future and we will discuss the pathway being considered.
- The 213th Legislative Session is facing one of its greatest budget challenges which will require a legislative outreach effort. The Committee will discuss NJN's legislative outreach effort.

Ms. Christopherson thanked Ms. Costante for her report. At this time Mr. Balaban confirmed that the meeting did still have a quorum. Ms. Salowe-Kaye asked about the minutes and agenda being posted on the NJN website, and it was confirmed that the agenda is regularly listed on the website but not the minutes. It was questioned whether we should circulate the Executive Session minutes and, if so how, Mr. Balaban said he would review the procedure and report at the next meeting.

Ms. Christopherson told the Board that they could expect to receive the third quarter management report very soon, which will highlight many things going on at NJN. She had several video clips to share with the Board. She noted that at the last meeting we were pleased to see that the Commissioners felt passionate about *Another View* and she showed another clip from *Another View*, this one was from an episode entitled "Miller's Jazz" which aired on April 15. Miller's Jazz is the story of a musician's talent, passion and dedication to creating, preserving and teaching jazz, is a co-production on NJN's *Another View* and the NJ State Council on the Arts. The rich legacy of jazz music is told through the eyes of extraordinary jazz pianist Mulgrew Miller. Miller is a world-renowned composer and jazz pianist who has played with jazz greats such as Art Blakely's Jazz Messengers, Woody Shaw, Mercer Ellington and Tony Williams. The documentary follows Miller as he teaches students enrolled in the outstanding Jazz Studies program at William Paterson University in Wayne, where he is director and where small ensemble groups are taught by professional jazz musicians. A world where young inspired jazz students would not have an opportunity to learn from those old-school gems is unacceptable to Miller. So, although performing is his life, he has taken on a new love: jazz educator. Ms. Christopherson showed the video clip.

She also told the Board that in April, NJN premiered its one-hour documentary *Green Builders*. Thanks to a generous grant of \$120,000 from the Geraldine R. Dodge Foundation and \$40,000 from the Cape Branch Foundation, NJN not only produced this comprehensive documentary in high definition (HD) format, but also is creating an educational component and community outreach initiative to complement the program. NJN is working with Deane Evans and the New Jersey Institute of Technology (NJIT) to create content for the educational component, which will be accessible on the NJN website. Also, NJN has partnered with the NJ State League of Municipalities (NJLM) and a number of New Jersey mayors as well as Bill Dressel, NJLM Executive Director, taped tune-in spots to promote the documentary. A webisode featuring David Grant and the work being done to create an innovative green building at the Geraldine R. Dodge Foundation office complex is featured on the NJN website.

The next video clip was from *Our Vanishing Past*, and copies were also handed out to all Board members at the meeting. NJN has finished this new documentary about historic preservation produced by Lynn Kosek Walker. Lester Holt, *Weekend NBC News* Anchor and *Weekend Anchor* of the *Today Show*, narrates. The documentary is a visually compelling documentary that tackles the issues facing preservationists throughout the state. The program was premiered at NJN studios in Trenton that past Tuesday coinciding with National Historic Preservation Month.

This project is fully funded through major support from the New Jersey Historic Trust, The 1772 Foundation, Holly Beach Public Library Association, and American Express. Additional funding was provided by the New Jersey Historical Commission, and the Charles Edison Fund. Ms. Christopherson showed the video clip.

Ms. Christopherson was also pleased to report that NJN received a national grant to produce *My Source* spots. *My Source* is a new PBS/NPR marketing campaign in which local citizens record testimonials about the value of public broadcasting. Each testimonial ends with a similar tag line, i.e., "NJN is my source for..." As a pilot station for the project, NJN had liberty to experiment with the form and content of the spots.

Ms. Christopherson showed two *My Source* spots, the first: "NJN is my source for Arts and Music" This spot features Marcel Farago, age 84, from Cherry Hill, NJ. He is a composer and retired cellist from the Philadelphia Orchestra.

The second spot that was shown was "NJN is my source for news and election coverage in New Jersey." This spot features Mary Farren Burkey, a dentist and mother of 2 small children from Hainsport, NJ.

Ms. Christopherson also told Board members to tune into the Republican U.S. Senate Primary debate at NJN on Monday, May 19, live at 8 p.m.

Strategic Goal III: Complete build out of digital infrastructure.

Ms. Christopherson brought attention to the action item under strategic goal three. Included in the meeting material was a resolution to accept the CPB Digital Radio Grants that NJN has received. At the October NJPBA meeting, the Board discussed that NJN had received seven digital radio conversion grants from the Corporation for Public Broadcasting.

It was also discussed in October that the CPB digital radio grants coordinator contacted NJN to suggest that we consider surrendering our seven grants and to resubmit new digital radio grant requests for our seven stations. In October the Board passed a resolution to do so and the terms of the proposed grant awards provided a larger award amount, additional equipment and construction time, as well as reductions in royalty licensing fees.

Following that meeting, NJN resubmitted proposals to allow NJN to update the existing proposals with 2nd generation digital equipment and still retain the 70/30-match rate between CPB and NJN on eligible expenses.

This second resolution is to follow through to allow us to accept these grants. Mr. Kobler asked if we had the matching money. Bill Schnorbus responded that yes, it is what has been referred to as Food Channel money. Ms. Halpin asked if this money had been set aside and Mr. Prindible responded yes.

Mr. Kobler made the following motion:

Authorizing acceptance of Digital Radio Grant Funds from the Corporation for Public Broadcasting (CPB), for PBA radio stations, WNJP, WNJS, WNJT, WNJZ, WNJB, WNJM, and WNJN, BNPED20000303ABK, BPED19990730ME.

The total eligible cost for these construction grants total \$681,877, with a grant amount of \$477,313 equaling 70% of the total project cost.

WHEREAS, the Public Broadcasting Authority is authorized to establish, own, and operate noncommercial educational television or radio broadcasting stations, one or more public broadcasting telecommunications networks or systems and interconnection and program production facilities;

WHEREAS, pursuant to its enabling legislation, specifically N.J.S.A. 48:23-7p, the New Jersey Public Broadcasting Authority ("NJN") is authorized to acquire through lease, purchase or otherwise real and other property and to hold and use this property for public broadcasting and public broadcasting telecommunications purposes;

WHEREAS, the Authority owns and operates seven FCC-licensed radio stations at various locations within the State of New Jersey;

WHEREAS, proposed CPB digital radio award agreements, fund 2nd generation equipment purchases, including equipment necessary to enable digital radio's multicasting capabilities, replacement of antennas and transmission lines, additional construction time, and favorable licensing agreements,

WHEREAS, in October 2007, the Board authorized termination of the Corporation for Public Broadcasting Digital Radio grants #8461, #8462, #8463, #8727, #8458, #8459, and #8460, and the reapplication procedure for digital radio conversion grants for NJN radio stations WNJP, WNJS, WNJT, WNJZ, WNJB, WNJM, and WNNJ.

WHEREAS, in October 2007, the Board authorized the Executive Director or Deputy Director to execute any necessary documents or agreements in cooperation with the State of New Jersey, Division of Purchase and Property which may be or become necessary to procure the subject equipment through a cooperative agreement with the Corporation for Public Broadcasting.

THEREFORE, BE IT RESOLVED that:

The Board authorizes the Executive Director or Deputy Executive Director to accept the grants previously authorized for application and to execute any necessary documents or agreements in cooperation with the State of New Jersey, Division of Purchase and Property and the Corporation for Public Broadcasting which may be or become necessary to procure the subject equipment through a cooperative agreement with the Corporation for Public Broadcasting.

The motion was seconded by Stephanie Hoopes Halpin and the motion carried unanimously.

Ms. Christopherson thanked the Board and stated that NJN would move forward with accepting these grants. She also gave the Board a brief update on the New Jersey Connected Broadband Summit which took place on March 11, 2008. With leadership assistance from Secretary of State Nina Mitchell Wells and the Governor's Office of Economic Growth, and with the planning assistance of over 75 volunteers, along with the support of ten funders and more than 25 cosponsoring organizations, NJN presented and hosted The New Jersey Connected Broadband Summit on March 11, 2008 to provide a forum for thought leaders and policy makers in the public and private sectors to envision how innovative, high-impact broadband collaboration can benefit NJ and the communities we serve.

The Summit drew close to 300 participants for a day-long series of speakers and major presentations, including an address by the Governor, break-out sessions and technology demonstrations. Ms. Christopherson stated that we had an incredible response for the event and were pleased to have so many NJPBA Commissioners involved including Stephanie Hoopes Halpin, Andy Cummis, Steve Fiske and Bob Smartt.

Ms. Christopherson encouraged everyone to check out the Broadband Summit section of the NJN website, and she showed a video clip that NJN created that was shown at the Broadband Summit.

Strategic Goal IV: To provide for the human resources and administrative needs to achieve goals through best practices and operational excellence.

Ms. Christopherson ended her review of the scorecard by thanking the Board members and staff for meeting the demands of multiple constituents. As you know, NJN is working very hard to uphold its commitment to excellence and public service and to find a long-term solution to the challenges the Network faces.

Other Business

Mr. Kobler thanked Ms. Christopherson for reviewing the scorecard and for her report. He reminded all Board members that financial disclosure forms are due by the end of the day on May 15 and a hefty fine of \$50/day will be imposed.

He also noted that the next NJPBA meeting will be the Annual meeting on July 29, 2008 at 4:00 p.m. in Trenton although he would entertain the idea of having another meeting before then if necessary. He thanked Ms. Salowe-Kaye for her questions addressing the processes.

Mr. Kobler thanked everyone for their participation in the meeting and adjourned the meeting.